

This Instrument Prepared By:
Spragins, Barnett, & Cobb, PLC
312 East Lafayette Street
Jackson, Tennessee 38301
731.424.0461

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me BK 2,978 PG 356
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

**ASSIGNMENT OF NOTE, DEED OF TRUST AND
SECURITY DOCUMENTS**

This Assignment made and entered into this 16th day of December, 2008 by and between Larry A. Butler, in his capacity as Personal Representative of the Estate of Richard L. Jacobs ("Assignor") and First Tennessee Bank National Association, as Trustee of the Richard L. Jacobs Marital Trust ("Assignee").

WITNESSETH:

WHEREAS, Pursuant to that certain "Assignment of Note, Deed of Trust and Security Documents" from River Oil Company to Assignor recorded in Book 2,975 Page 502 in the Chancery Clerk's Office of Desoto County, Mississippi, the Assignor is the owner and holder of that certain Promissory Note from Express Market, LLC ("Express") in the principal amount of \$1,500,000.00 dated June 9, 2008 (the "ROC Note"), secured by Deed of Trust also dated the 9th day of June, 2008, recorded in Book 2917, Page 83, in the Chancery Clerk's Office of Desoto County, Mississippi (collectively the "Trust Deed"); and

WHEREAS, the ROC Note is further secured by certain liens and security interest under that certain "Security Agreement" dated June 9, 2008 between Assignor and Express (the "Security Agreement") and also as evidenced by Uniform Commercial Code Financing Statements filed with the Mississippi Secretary of State, number 20080143948M and with the Tennessee Secretary of State, number 208032739 (the "UCC Filings"); and

WHEREAS, the obligations of Express under the ROC Note is further secured by a "Continuing Guaranty" in favor of River Oil Company from each of Wael Salameh, Mohammad Salameh and Fadi Salameh dated June 9, 2008 (collectively the "Guaranties"); and

WHEREAS, Assignor is the Personal Representative of the Estate of Richard L. Jacobs, deceased (the "Estate"), by order of the General Sessions Court of Madison County Tennessee entered August 3, 2006 (Case No. 06-13701) and Assignee is the designated trustee of the Richard L. Jacobs Marital Trust created under the Last Will and Testament of Richard L. Jacobs, and

WHEREAS, as part of the administration of the estate, Assignor has elected to transfer and distribute to Assignee all of Assignor's rights, title and interest in and to the ROC Note, and other related transaction documents as described above;

NOW, THEREFORE, for a good and satisfactory consideration, the receipt of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

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1. Assignment. Assignor hereby transfers and assigns unto Assignee (a) all rights and monies due Assignor under the ROC Note, (b) all rights and title of Assignor as beneficiary of the Trust Deed, (c) all rights and title of Assignor under the Security Agreement and UCC Filings and (d) all rights of Assignor under the Guaranties. The rights and title of Assignor under the foregoing shall be administered as part of the Richard L. Jacobs Marital Trust created under the Last Will and Testament of Richard L. Jacobs.

2. Effective Date. The effective date of the transfers and assignments made hereunder from Assignor to Assignee shall be December 31, 2008.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment effective as of the day and year first above written.

ASSIGNOR:

By: Larry A Butler

LARRY A. BUTLER, Personal Representative
of the Estate of Richard L. Jacobs

FIRST TENNESSEE BANK NATIONAL
ASSOCIATION

By: Frank E Davis

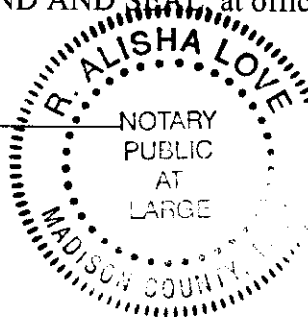
SENIOR VICE PRESIDENT & TRUST OFFICER

STATE OF TENNESSEE
COUNTY OF MADISON

Before me, Alisha Love of the state and county mentioned, personally appeared Frank E. Davis with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Senior Vice-President and Trust Officer of First Tennessee Bank National Association the within named bargainor, a corporation, and that he as such Vice-President, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as Senior Vice-President and Trust Officer.

WITNESS MY HAND AND SEAL at office, this the 29th day of December, 2008.

Alisha Love
NOTARY PUBLIC



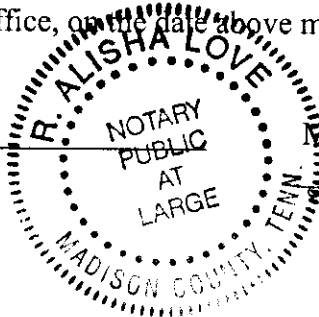
My Commission Expires: Aug 22, 2011

**STATE OF TENNESSEE
COUNTY OF MADISON**

On this the 29th day of December, 2008, before me personally appeared Larry A. Butler, personal representative of the Estate of Richard L. Jacobs, to me known to be the person(s) described in and who executed the foregoing instrument, and who acknowledged that he executed the same as his free act and deed.

WITNESS MY HAND, at office, on the date above mentioned.

Beth A. Love
Notary Public



My Commission Expires:

Aug 24 2011